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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Contract 3-8559 Rider 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Flint Hills Resources LP
4111 East 37th Street North
Wichita, KS 67220]

Section Chief
December 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

68 railcars within the series SHPX 464035 - SHPX 464103 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to Flint Hills Resources LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28211 FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 3 *Dated 8/30/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464035
	Hopper	SHPX	464036
	Hopper	SHPX	464037
	Hopper	SHPX	464038
	Hopper	SHPX	464039
	Hopper	SHPX	464040
	Hopper	SHPX	464041
	Hopper	SHPX	464042
	Hopper	SHPX	464043
	Hopper	SHPX	464044
	Hopper	SHPX	464045
	Hopper	SHPX	464046
	Hopper	SHPX	464047
	Hopper	SHPX	464048
	Hopper	SHPX	464049
	Hopper	SHPX	464050
	Hopper	SHPX	464051
	Hopper	SHPX	464052
	Hopper	SHPX	464053
	Hopper	SHPX	464054
	Hopper	SHPX	464055
	Hopper	SHPX	464056
	Hopper	SHPX	464057
	Hopper	SHPX	464058
	Hopper	SHPX	464059
	Hopper	SHPX	464060
	Hopper	SHPX	464061
	Hopper	SHPX	464062
	Hopper	SHPX	464063
	Hopper	SHPX	464064
	Hopper	SHPX	464065
	Hopper	SHPX	464066
	Hopper	SHPX	464067
	Hopper	SHPX	464068

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464069
	Hopper	SHPX	464070
	Hopper	SHPX	464071
	Hopper	SHPX	464072
	Hopper	SHPX	464073
	Hopper	SHPX	464074
	Hopper	SHPX	464075
	Hopper	SHPX	464076
	Hopper	SHPX	464077
	Hopper	SHPX	464078
	Hopper	SHPX	464079
	Hopper	SHPX	464080
	Hopper	SHPX	464081
	Hopper	SHPX	464082
	Hopper	SHPX	464083
	Hopper	SHPX	464084
	Hopper	SHPX	464085
	Hopper	SHPX	464086
	Hopper	SHPX	464087
	Hopper	SHPX	464088
	Hopper	SHPX	464089
	Hopper	SHPX	464090
	Hopper	SHPX	464091
	Hopper	SHPX	464092
	Hopper	SHPX	464094
	Hopper	SHPX	464095
	Hopper	SHPX	464096
	Hopper	SHPX	464097
	Hopper	SHPX	464098
	Hopper	SHPX	464099
	Hopper	SHPX	464100
	Hopper	SHPX	464101
	Hopper	SHPX	464102

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
68	Hopper	SHPX	464103

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/29/09



Robert W Alvord